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which rules must be applicable to all persons alike." A violation of any of the provisions of the act was declared to be a misdemeanor and an appropriate penalty was prescribed.

The court held that the particular rule adopted by the board of pharmacy was inconsistent with the laws of the State, and therefore by the very terms of the act beyond the power of the board. But, on the larger question of the constitutionality of empowering the board to adopt suitable regulations, the court sustained the poison act, on the principle that the legislature may delegate to an officer or board the determination of a question of fact or a state of things upon which the operation of the law is made to depend, or the regulating by administrative rules of the mode of procedure to carry into effect what the legislature has otherwise enacted.³

This principle has been applied in a case upholding a statute of Congress, delegating to the Interstate Commerce Commission the right to prescribe standards of railway safety appliances, a violation of which was made a misdemeanor;⁴ in a case sustaining a law which delegated to the Secretary of Agriculture the right to make rules and regulations for the use of forest reservations, and declaring a violation thereof a misdemeanor;⁵ in a case sustaining an act delegating to the State board of medical examiners the power to prescribe standards and requirements for the admission of applicants for physicians' certificates;⁶ in a case sustaining an act delegating to the state board of architecture the authority to prescribe qualifications for licensed architects, and making it a misdemeanor to practice the profession of architecture without a certificate from the board.⁷

W. C. J.

Corporations—Collection of Unpaid Stock Subscriptions—Assessments.—In the case of *Los Angeles Athletic Club v. Spires*,¹ the Supreme Court of California decided that a corporation could not proceed directly against a stockholder on his subscription contract for the unpaid portion of his stock subscription. The court held that the amount due on the subscription contract could be recovered only by assessment under the Code.² It is admitted by the court that where the subscription agreement contains an express promise to pay at a stated time or to pay upon the call of the directors an action will lie upon the agreement.³ Where, as in the case at bar, there are no such provisions, but the agreement is merely a promise to pay a certain amount for a certain number of shares, the

³ *United States v. Moody* (1908), 164 Fed. 269.

⁴ *St. Louis & Iron Mountain Ry. v. Taylor*, (1907), 210 U. S. 281.

⁵ *United States v. Grimaud* (1910), 220 U. S. 505.

⁶ *Ex parte Gerino* (1904), 143 Cal. 412, 77 Pac. 166, 66 L. R. A. 269.

⁷ *Ex parte McManus* (1907) 151 Cal. 331; 90 Pac. 702.

¹ (Feb. 21, 1913) 45 Cal. Dec. 253.

² California Civil Code, secs. 331, 332, et seq.

³ *Marysville Co. v. Johnson*, (1892) 93 Cal. 538, 29 Pac. 126.

company must assess the shares to get the amount due on the subscription contract. The decision of the court can be supported by an earlier decision,⁴ although that decision is not referred to in the opinion of the court in this case, and the court rests the present decision on a dictum in *Daggett v. Southwest Packing Co.*⁵

It is submitted, in connection with this decision, that although assessment under the Code is a proper method of collecting unpaid stock subscriptions, it is not necessarily the only method of collecting them. At common law a stockholder was not liable for assessments over and above the full par value of his stock. The right can be conferred only by a statute in existence when the stock is issued.⁶ At common law, the recognized method of collecting unpaid subscriptions was by an action on the contract of subscription, as soon as the corporation came into existence.⁷ The statute in California, which gives the corporation, through its directors, the right to levy assessments on shares of stock when fully paid up also gives the right to collect unpaid subscriptions in the same way when the corporation is unable to pay its debts.⁸ Can it be said that the granting of this new right in the statute necessarily cuts off the old common law right to collect subscriptions on the contract? The decision admits that the old right still survives except in the case where the agreement neglects to name a time when the subscriptions are payable. There seems to be no reason on principle or policy for this distinction. The rights of the parties who may be interested whether stockholders or creditors are practically the same where the bargain is a general promise to pay and where it is to pay at a particular time or at the will of the directors. In the principal case a resolution was passed by the directors in the form of a call and the stockholder was asked to pay the amount of his contract which was in form a straight promise to pay the whole amount. The corporation should have a right to get that amount by the terms of its contract whether it was solvent or insolvent.

M. C. L.

Corporations: Termination of Existence by Amendment of Articles.—

If it be conceded to the German jurists that a corporation is a real person and not merely a fiction, they must in turn concede that in some respects it possesses attributes not belonging to the natural person. Ever since Horace, and long before him, the poets have warned us against entertaining distant hope or seeking to know what end the gods have assigned us. The corporate personality is sub-

⁴ *Ventura Ry. Co. v. Hartman*, (1897) 116 Cal. 260, 48 Pac. 65. But see *Kohler v. Agassiz*, (1893) 99 Cal. 9, 33 Pac. 741.

⁵ (1909) 155 Cal. 764, 103 Pac. 204.

⁶ 1 Cook on Corporations, sec. 241 and cases cited; *French v. Tschemaker*, (1864) 24 Cal. 518, 540.

⁷ *Athol Music Hall Co. v. Carey*, (1875) 116 Mass. 471; *West v. Crawford*, (1889) 80 Cal. 19, 21 Pac. 1123.

⁸ California Civil Code, sec. 332, sub. 1; *Union Savings Bank v. Leiter*, (1905) 145 Cal. 696, 79 Pac. 441.